

EXHIBIT 12



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July 10, 2015

Ryan J. Van Meter
Vice President & General Counsel, North America
Imerys Talc America, Inc.
100 Mansell Court East, Suite 300
Roswell, Georgia 30076

RE: Indemnification Demand Notice for Ovarian Cancer Lawsuits

Dear Mr. Van Meter:

Johnson & Johnson acknowledges receipt of Imerys's June 23, 2015 letter demanding indemnity for "ovarian cancer lawsuits."

Johnson & Johnson notes that although the demand references litigation dating "since 2009," this is Imerys's first demand for indemnity in regard to talc/ovarian cancer litigation. Specifically, Johnson & Johnson does not have any record of a prior demand for indemnity from Imerys or its predecessor in the *Berg* case, which was the first talc/ovarian cancer lawsuit filed in December 2009 and tried to a defense verdict in 2013. Johnson & Johnson also does not have any record of a prior demand for indemnity from Imerys in the recent round of talc/ovarian cancer litigation, which began in early 2014.

Johnson & Johnson has analyzed the documents and common law principles discussed in Imerys's letter. Johnson & Johnson has also reviewed the pleadings filed in the talc/ovarian cancer litigation. Given the nature of the plaintiffs' claims, which include unfounded allegations regarding the independent conduct of Johnson & Johnson, Imerys, and others, Johnson & Johnson does not believe that the indemnity demand is appropriate. Accordingly, Johnson & Johnson will not agree to the terms of the indemnity demand as stated in the letter.

Johnson & Johnson will retain the indemnity demand in its records and will continue to evaluate the appropriateness of the demand as the talc/ovarian cancer litigation develops.

Sincerely yours,

Denise H. Houghton